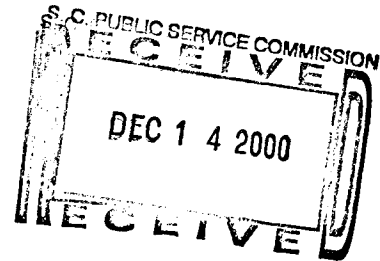


C. Lesley Addis
Manager
Regulatory Matters

Suite 805 - 1600 Hampton Street
Post Office Box 752
Columbia, South Carolina 29202
803-733-6436

December 14, 2000



The Honorable Gary E. Walsh
Executive Director
Public Service Commission of SC
Post Office Drawer 11649
Columbia, South Carolina 29211

Re: Approval of the Interconnection Agreement Negotiated by
BellSouth Telecommunications, Inc. and AirTouch Paging,
Inc., n/k/a Verizon Wireless, pursuant to Sections 251, 252
and 271 of the Telecommunications Act of 1996

Dear Mr. Walsh:

Pursuant to Section 252(e) of the Telecommunications Act of
1996, BellSouth Telecommunications, Inc. and AirTouch Paging,
Inc., n/k/a Verizon Wireless submitted to the South Carolina
Public Service Commission their agreement for the interconnection
of their networks to AirTouch Paging, Inc., n/k/a Verizon
Wireless. Enclosed for filing please find the first amendment
to the CMRS Agreement. The effective date of the amendment is May
1, 1999, and the effective date of the original agreement is May
1, 1999.

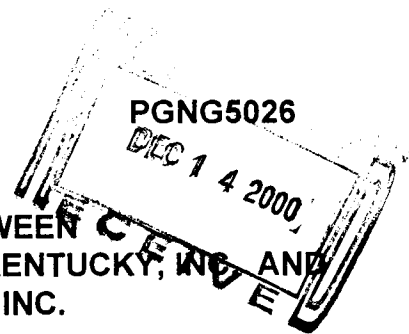
Very truly yours,


C. Lesley Addis

CLA/jbm

Enclosures

**FIRST AMENDMENT
TO THE
INTERCONNECTION AGREEMENT BETWEEN
AIRTOUCH PAGING, INC. AND AIRTOUCH PAGING OF KENTUCKY, INC. AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED May 1, 1999**



Pursuant to this Agreement, (the "Amendment") AirTouch Paging, Inc. and AirTouch Paging of Kentucky, Inc. and BellSouth Telecommunications, Inc., hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated May 1, 1999.

NOW THEREFORE, in consideration of the mutual promises and covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. AirTouch Paging, Inc. and AirTouch Paging of Kentucky, Inc. have assigned the Interconnection Agreement to Verizon Wireless Messaging Services, LLC a Delaware limited liability company ("VWMS"), and VWMS has assumed all of AirTouch Paging, Inc.'s and AirTouch Paging of Kentucky Inc.'s obligations under the Interconnection Agreement. The Interconnection Agreement is hereby amended to reflect such change in parties.

2. All of the other provisions of the Interconnection Agreement, dated May 1, 1999 shall remain in full force and effect.

3. Either or both of the Parties is authorized to submit this Amendment to each Public Service Commission for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

**Verizon Wireless Messaging
Services, Inc.- LLC**

By: *Robert A. Young*
Robert A. Young
Name: President
Title: _____
Date: 8/14/2000

BellSouth Telecommunications, Inc.

By: *Randy J. Ham*
Randy J. Ham
Name: _____
Title: Manager - Wireless Interconnection
Date: August 1, 2000

LEGAL REVIEW

BY: *8/19/00 [Signature]*

07/29/99

**FIRST AMENDMENT
TO THE
INTERCONNECTION AGREEMENT BETWEEN
AIRTOUCH PAGING, INC. AND AIRTOUCH PAGING OF KENTUCKY, INC. AND
BELLSOUTH TELECOMMUNICATIONS, INC.
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**Verizon Wireless Messaging
Services, Inc.- LLC**

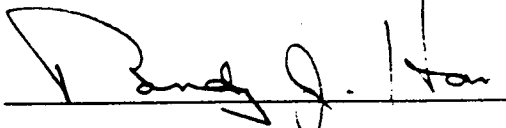
By: 

Robert A. Young
Name

President
Title

Date: 8/14/2000

BellSouth Telecommunications, Inc.

By: 

Randy J. Ham
Name
Manager - Wireless Interconnection
Title

Date: August 1, 2000

LEGAL REVIEW

BY: 5/1/00 